

CERTIFICATE OF MERGER
OF
CARIBE GE FABRICATION, INC.
WITH AND INTO

CARIBE GE INTERNATIONAL OF PUERTO RICO, INC.

Each of the undersigned, the President of Caribe GE Fabrication, Inc., a Delaware corporation (the "Non-Surviving Corporation"), and the President of Caribe GE International of Puerto Rico, Inc., a Puerto Rico corporation (the "Surviving Corporation"), pursuant to Sections 103 and 252 of the General Corporation Law of the State of Delaware, and Articles 1.03 and 10.02 of the General Corporation Law of the Commonwealth of Puerto Rico, hereby certifies as follows:

FIRST: The Non-Surviving Corporation is "Caribe GE Fabrication, Inc.", a corporation incorporated in and subject to the laws of the State of Delaware. The Surviving Corporation is "Caribe GE International of Puerto Rico, Inc.", a corporation incorporated in and subject to the laws of the Commonwealth of Puerto Rico. As of the Effective Date of the Merger, the name of the Surviving Corporation shall continue to be:

CARIBE GE INTERNATIONAL OF PUERTO RICO, INC.

SECOND: An Agreement of Merger and Plan of Reorganization among Caribe GE Fabrication, Inc. and Caribe GE International of Puerto Rico, Inc. (the "Agreement of Merger") has been duly approved, adopted, certified, executed and acknowledged by each of Caribe GE Fabrication, Inc. and Caribe GE International of Puerto Rico, Inc. (the "Constituent Corporations") providing for the merger of the Non-Surviving Corporation with and into the Surviving Corporation (the "Merger").

THIRD: The Merger provided for in the Agreement of Merger is permitted by the Puerto Rico General Corporation Law, including Article 10.02 thereof, and the Delaware General Corporation Law, including Section 252 thereof, and the Constituent Corporations have complied with such laws in effecting the Merger.

FOURTH: The Merger and this Certificate of Merger shall be effective as of April 30, 2005 at 8:00 p.m. Eastern Time (the "Effective Date of the Merger").

FIFTH: The Certificate of Incorporation of the Surviving Corporation as now in force and effect, as amended hereby, shall continue to be the Certificate of Incorporation of said Surviving Corporation.

SIXTH: The Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in a suit or proceeding for enforcement of any obligation of the Non-


Surviving Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or proceeding pursuant to the Delaware General Corporation Law, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or proceeding, and the address to which a copy of such process may be mailed by the Secretary of State of the State of Delaware shall be: Caribe GE International of Puerto Rico, Inc., Attn: President, Suite 205, El Mundo Office Building, 383 Roosevelt Avenue, Hato Rey, Puerto Rico 00918.

SEVENTH: A copy of the Agreement of Merger is on file at an office of the Surviving Corporation and will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

IN WITNESS WHEREOF, each of the undersigned, President of Caribe GE Fabrication, Inc. and President of Caribe GE International of Puerto Rico, Inc. have signed this Certificate on behalf of the Non-Surviving Corporation and the Surviving Corporation, respectively, as of April ~~26~~, 2005, provided, however, that the Effective Date of the Merger shall be as set forth in section FOURTH above.

CARIBE GE FABRICATION, INC.

CARIBE GE INTERNATIONAL OF
PUERTO RICO, INC.

By: 
Name: Jeffrey Sommer
Title: President

By: 
Name: Jeffrey Sommer
Title: President